



Charoen Pokphand Foods Public Company Limited

Charters of Sub-Committees

Charter of the Audit Committee

1. Objectives

This Charter is established to define composition, structure, authority and duties and responsibilities, including operating guidelines of the Audit Committee, whereas the Audit Committee shall efficiently and effectively perform the duties prescribed in this Charter or as assigned by the Board of Directors.

2. Definition

“The Company”	means	Charoen Pokphand Foods Public Company Limited
“The Board of Directors”	means	the Board of Directors of Charoen Pokphand Foods Public Company Limited
“The Audit Committee”	means	the Audit Committee of Charoen Pokphand Foods Public Company Limited
“The SEC Board”	means	the Securities and Exchange Commission
“The Exchange”	means	the Stock Exchange of Thailand

3. Composition and Structure of the Audit Committee

3.1 The Board of Directors appoints the Audit Committee. All members of the Audit Committee shall be selected and nominated for appointment consideration by the Remuneration and Nominating Committee.

In this regard, the secretary shall notify the resolution to appoint the Audit Committee and submit the representation letters and curricula vitae of the members of the Audit Committee to the Exchange within the time limit and in accordance with the Exchange’s regulations.

3.2 The number of members of the Audit Committee must be not less than the number notified by the SEC Board. All members of the Audit Committee must be independent directors and have qualifications as prescribed in the Notification of the SEC Board.

3.3 At least one member of the Audit Committee must have sufficient knowledge and experience to be able to review the reliability of financial statements.

3.4 The Chief of the Internal Audit Unit shall act as the secretary to the Audit Committee in performing work pertaining to summoning of meetings as well as other tasks assigned by the Audit Committee.

3.5 The term of service of the Audit Committee is three years. A member of Audit Committee who vacates office may be re-appointed for another term as approved by the Board of Directors. However, a member of the Audit Committee can hold office for a maximum of nine years.

In addition to retirement by rotation as mentioned above, a member of Audit Committee Member shall vacate office when:

- (a) death;
- (b) resignation;
- (c) disqualification from membership of the Audit Committee in accordance with the criteria prescribed in the Notification of the SEC Board; and
- (d) the Board of Directors has a resolution to vacate office.

3.6 When the term of service of the committee members expires or there is any circumstance causing any committee member to be unable to hold office until expiration of the term of service, thus making the number of the committee members to be lower than the number prescribed in Clause 3.2 or any committee member does not qualify as prescribed in Clause 3.3, the Board of Directors shall appoint the new committee member(s) to fill up the vacancy(ies) in the meeting of the Board of Directors that will take place after such case occurred or no later 3 months from the date of vacancy(ies) in the Audit Committee. In case that any committee member wishes to resign before the expiration of his term of service, he should give a notice thereof to the company 1 month in advance.

A member the Audit Committee who is appointed to replace the member who had vacated office shall hold office only for the remaining term of the member being replaced.

In this regard, the secretary shall notify the appointment of the member of the Audit Committee to fill the vacant position and the vacation from office of the member of the Audit Committee prior to the expiry of his term, and the reason thereof, to the Exchange within a period of time and procedure in accordance with the Exchange's regulations.

4. Duties and Responsibilities of the Audit Committee

4.1 Authority of the Audit Committee

The Audit Committee has the authority to carry out the following matters:

- 4.1.1 to access information necessary for the purpose of reviewing financial reports, the Company's internal control system and internal audit system;
- 4.1.2 to invite the Management who is directly responsible for the issues considered to attend and present reports relating to the matters considered; and
- 4.1.3 to hire external consultants or professional experts to assist in giving advice or performing work, whereas the Company shall be liable for expense.

4.2 Duties and responsibilities of the Audit Committee

The Audit Committee has the following duties and responsibilities:

- 4.2.1 To review the Company's financial reporting process to ensure that it is accurate and adequate;
- 4.2.2 To review the Company's internal control and internal audit to ensure that they are suitable and efficient;
- 4.2.3 To review that the Company and the senior management strictly adhere to risk management policy, strategies and risk appetite;
- 4.2.4 To review the adequacy and efficiency of overall risk management policy, strategies and risk appetite at least once a year or upon any significant change;
- 4.2.5 To review the Company's compliance with the law on securities and exchange, the regulations of the Stock Exchange of Thailand and the laws relating to the Company's businesses;
- 4.2.6 To determine the independence of the Internal Audit Office, as well as to approve the appointment, transfer, dismissal and to evaluate the performance of the Head of Internal Audit Office;
- 4.2.7 To consider, select and nominate independent persons to serve as the Company's external auditors, to propose their remuneration, to dismiss the Company's external auditors and to attend the meeting with the external auditors without the management at least once a year;
- 4.2.8 To review related-party transactions and any transactions that may involve a potential conflict of interest so as to ensure that they are in compliance with the law and the regulations of the Stock Exchange of Thailand, and are reasonable and in the best interests of the Company;
- 4.2.9 To prepare a report of the Audit Committee which is signed by the Chairman of the Audit Committee and published in the Company's annual report. This report must contain at least the following information:
 - (a) a commentary on the accuracy, completeness and creditability of the Company's financial report;
 - (b) a commentary on the adequacy and efficiency of the Company's internal control system;
 - (c) a commentary on the efficiency and effectiveness of the overall Company's risk management;
 - (d) a commentary on compliance with the law on securities and exchange, the regulations of the Stock Exchange of Thailand or the laws relating to the Company's business;
 - (e) a commentary on the suitability of the external auditors;
 - (f) a commentary on transactions that may involve potential conflicts of interest;
 - (g) the number of audit committee meetings and the number times of attendance at such meetings by each audit committee member;

(h) a commentary or overview of the Audit Committee on the performance of its duties in accordance with the audit committee charter; and

(i) the details of any transactions which, in the Audit Committee's opinion, should be known to shareholders and general investors, provided that this must be within the scope of duties and responsibilities assigned by the Board of Directors; and

4.2.10 To perform any other acts as assigned by the Board of Directors with the approval of the Audit Committee.

In performing its duties within the scope specified in 4.2, the Audit Committee shall be directly responsible to the Board of Directors. Nonetheless, the Board of Directors shall remain responsible to third parties for the acts of the Company.

In the case that the Audit Committee's duties are changed, the secretary shall report on a resolution to change its duties to the Exchange within a period of time and procedure as prescribed by the Exchange.

5. Performance of the Audit Committee

5.1 The Audit Committee shall convene at least four meetings a year by determining meeting dates in advance annually. However, such scheduled meeting dates are subject to change or additional meeting requests shall be made if necessary.

At each meeting, the committee members attending the meeting shall be not less than half of the total number of the committee members to constitute a quorum. Every committee member has a responsibility for attending the meeting in person, unless it is necessary to conduct a teleconference through media as appropriate.

The Chairman of the Audit Committee shall preside over the meeting. In the event that the Chairman of the Audit Committee is not present at the meeting or unable to perform his duties, the committee members attending the meeting shall select one of the committee members to preside over the meeting.

The decision of the meeting shall be made by a majority vote. Each committee member has one vote, except a director having a stake in any matter does not have the right to vote on such matter. In the case of an equal number of votes, the chairman of the meeting has the right to one more vote as a casting vote.

The secretary to the Audit Committee does not have the right to vote in the Audit Committee meeting.

5.2 The secretary of the Audit Committee is responsible for coordinating the meeting, preparing an agenda, and submitting supporting documents for the meeting. Meeting invitation letters and supporting documents shall be delivered at least 7 days prior to the meeting date.

5.3 In the Audit Committee's performance of duties, if it is found or suspected that there is a transaction or any of the following acts which may materially affect the Company's financial condition and operating results, the Audit Committee shall report it to the Board of Directors for rectification within the period of time that the Audit Committee views as appropriate:

(1) a transaction which causes a conflict of interest;

(2) any fraud, irregularity, or material defect in an internal control system; or

(3) an infringement of the law on securities and exchange, the Exchange's regulations, or any law relating to the Company's business.

If the Company's Board of Directors or management fails to make a rectification within the period of time, any member of the Audit Committee may report on the transaction or act as mentioned above to the Office of the SEC Broad or the Exchange.

In addition, if the Audit Committee is notified by the auditor that there are suspicious circumstances that a director, manager or person responsible for the Company's operations has committed an offense under Section

281/2; paragraph two, Section 305, Section 306, Section 308, Section 309, Section 310, Section 311, Section 312 or Section 313 of the Securities and Exchange Act B.E. 2535 (1992) as amended by the Securities and Exchange Act (No. 4) B.E. 2551 (2008), the Audit Committee shall report the preliminary audit results to the SEC Office and the auditor within 30 days from the date of receiving such notification from the auditor.

5.4 The Audit Committee shall conduct its performance assessment at least once a year under the responsibility of the Chairman of the Audit Committee.

6. Remuneration of the Audit Committee

The Board of Directors shall determine the Audit Committee's remuneration as it deems appropriate.

Charter of the Remuneration and Nominating Committee

1. Objectives

This Charter is established to define composition, structure, authority and duties and responsibilities, including meeting guidelines of the Remuneration and Nominating Committee, whereas the Remuneration and Nominating Committee shall efficiently and effectively perform the duties prescribed in this Charter.

2. Definition

“The Company”	means	Charoen Pokphand Foods Public Company Limited
“The Board of Directors”	means	the Board of Directors of Charoen Pokphand Foods Public Company Limited
“The Remuneration and Nominating Committee”	means	the Remuneration and Nominating Committee of Charoen Pokphand Foods Public Company Limited

3. Composition and Structure of the Remuneration and Nominating Committee

- 3.1 The number of members of the Remuneration and Nominating Committee must be not less than 3 directors. Most of members must be independent director or non-executive director.
- 3.2 The Board of Directors appoints the Remuneration and Nominating Committee. Chairman of the Committee must be independent.
- 3.3 The Remuneration and Nominating Committee shall appoint secretary to the Committee.
- 3.4 The term of service of the Remuneration and Nominating Committee is three years. A member of the Remuneration and Nominating Committee who vacates office may be re-appointed for another term as approved by the Board of Directors.

The term of service as specified above shall be changed according to the Board of Directors.

- 3.6 When the term of service of the committee members expires or there is any circumstance causing any committee member to be unable to hold office until expiration of the term of service, thus making the number of the committee members to be lower than the number prescribed in Clause 3.1, the Board of Directors shall appoint the new committee member(s) to fill up the vacancy(ies) in the meeting of the Board of Directors that will take place after such case occurred or no later 3 months from the date of vacancy(ies) in the Remuneration and Nominating Committee.

In case that any committee member wishes to resign before the expiration of his term of service, he should give a notice thereof to the company 1 month in advance.

A member the Remuneration and Nominating Committee who is appointed to replace the member who had vacated office shall hold office only for the remaining term of the member being replaced.

4. Duties and Responsibilities of the Remuneration and Nominating Committee

- 4.1 To establish the rules and process for nominating individuals qualified to be the Company's directors and member of the Audit Committee;
- 4.2 If there is a vacancy on the Board of Directors or the Audit Committee, to propose an individual qualified to fill such vacancy to the Board of Directors for its consideration;
- 4.3 To review the structure, size, and composition of the Board of Directors, and suggest any appropriate changes;
- 4.4 To conduct an annual evaluation of the performance of the Board of Directors, and to report such evaluation to the Board of Directors;
- 4.5 To establish and review the policy and guidelines relating to directors' remuneration which is suitable for their responsibilities, and commensurate with the prevailing level of the industry and the benefits expected from them whereby the Company's operating results and the directors' duties and responsibilities are taken into account. Such policy and guidelines must also be in accordance with the policy established by the Board of Directors Any

proposed change in the remuneration, from that which has been approved by a shareholders meeting, must be submitted to the Board of Directors for its consideration and then to a shareholders meeting for its approval; and

4.6 To perform any other tasks relating to its duties and responsibilities, as requested by the Board of Directors.

5. Meeting of the Remuneration and Nominating Committee

- 5.1 The Remuneration and Nominating Committee shall convene at least two meetings a year.
- 5.2 Additional meeting requests shall be made according to the approval of Chairman of the Committee.
- 5.3 Chairman of the Committee shall consider the meeting agenda and secretary of the Committee is responsible for coordinating the meeting and deliver supporting documents for the meeting at least 7 days prior to the meeting date.
- 5.4 At each meeting, the committee members attending the meeting shall be at least 2/3 of total number of the committee members to constitute a quorum.
- 5.5 Chairman of the Committee take the chair at the Committee's meeting.
- 5.6 The Remuneration and Nominating Committee may invite other parties such as independent advisor to attend the meetings as appropriate.
- 5.7 Every committee member has a responsibility for attending the meeting in person, unless it is necessary to conduct a teleconference through media as appropriate.
- 5.8 The decision of the meeting shall be made by a majority vote. Each committee member has one vote, except a director having a stake in any matter does not have the right to vote on such matter. In the case of an equal number of votes, the Chairman of the meeting has the right to one more vote as a casting vote.
- 5.9 The secretary to the Remuneration and Nominating Committee does not have the right to vote in the meeting.
- 5.10 The secretary to the Remuneration and Nominating Committee shall prepare minutes of the meeting and propose to the Committee for further approval.
- 5.11 In case the Board of Directors appoint an advisor to the Committee, disclosure of the independence or conflict of interest of such advisor shall be disclosed in Annual Report.

Charter of the Corporate Governance Committee

1. Objectives

This Charter is established to define composition, structure, authority and duties and responsibilities, including meeting guidelines of the Corporate Governance Committee, whereas the Corporate Governance Committee shall efficiently and effectively perform the duties prescribed in this Charter.

2. Definition

“The Company” means Charoen Pokphand Foods Public Company Limited

“The Board of Directors” means the Board of Directors of Charoen Pokphand Foods Public Company Limited

“The Corporate Governance Committee” means the Corporate Governance Committee of Charoen Pokphand Foods Public Company Limited

3. Composition and Structure of the Corporate Governance Committee

3.1 The number of members of the Corporate Governance Committee must be not less than 3 directors. Most of members must be independent director or non-executive director.

3.4 The Board of Directors appoints the Corporate Governance Committee. Chairman of the Committee must be independent.

3.5 The Corporate Governance Committee shall appoint secretary to the Committee.

3.4 The term of service of the Corporate Governance Committee is three years. A member of the Corporate Governance Committee who vacates office may be re-appointed for another term as approved by the Board of Directors.

The term of service as specified above shall be changed according to the Board of Directors.

3.6 When the term of service of the committee members expires or there is any circumstance causing any committee member to be unable to hold office until expiration of the term of service, thus making the number of the committee members to be lower than the number prescribed in Clause 3.1, the Board of Directors shall appoint the new committee member(s) to fill up the vacancy(ies) in the meeting of the Board of Directors that will take place after such case occurred or no later 3 months from the date of vacancy(ies) in the Corporate Governance Committee.

In case that any committee member wishes to resign before the expiration of his term of service, he should give a notice thereof to the company 1 month in advance.

A member the Corporate Governance Committee who is appointed to replace the member who had vacated office shall hold office only for the remaining term of the member being replaced.

4. Duties and Responsibilities of the Corporate Governance Committee

4.1 To establish and propose the corporate governance scope and policy to the Board of Directors for its approval;

4.2 To propose the guidelines and give advice on corporate governance to the Board of Directors;

4.3 To review, jointly with the directors and the management, the compliance with corporate governance policy;

4.4 To regularly review the corporate governance guidelines by comparing them with international practices, and to propose revisions thereof to the Board of Directors for the purpose of enhancing efficiency and effectiveness; and

4.5 To report the results of assessment of the compliance with corporate governance policy to the Board of Directors at least once a year.

5. Meeting of the Corporate Governance Committee

- 5.1 The Corporate Governance Committee shall convene at least once a year.
- 5.2 Additional meeting requests shall be made according to the approval of Chairman of the Committee.
- 5.3 Chairman of the Committee shall consider the meeting agenda and secretary of the Committee is responsible for coordinating the meeting and deliver supporting documents for the meeting at least 7 days prior to the meeting date.
- 5.4 At each meeting, the committee members attending the meeting shall be at least 2/3 of total number of the committee members to constitute a quorum.

Chairman of the Committee take the chair at the Committee's meeting. In the event that the Chairman of the Committee is not present at the meeting, the committee members attending the meeting shall select one of the committee members to preside over the meeting.

- 5.5 The Corporate Governance Committee may invite other parties such as independent advisor to attend the meetings as appropriate.
- 5.6 Every committee member has a responsibility for attending the meeting in person, unless it is necessary to conduct a teleconference through media as appropriate.
- 5.7 The decision of the meeting shall be made by a majority vote. Each committee member has one vote, except a director having a stake in any matter does not have the right to vote on such matter. In the case of an equal number of votes, the Chairman of the meeting has the right to one more vote as a casting vote.
- 5.8 The secretary to the Corporate Governance Committee does not have the right to vote in the meeting.
- 5.9 The secretary to the Corporate Governance Committee shall prepare minutes of the meeting and propose to the Committee for further approval.
- 5.10 In case the Board of Directors appoint an advisor to the Committee, disclosure of the independence or conflict of interest of such advisor shall be disclosed in Annual Report.

Charter of the Corporate Social Responsibility and Sustainability Committee

1. Composition and Qualifications

- 1.1 The Board of Directors appoints the Corporate Social Responsibility and Sustainability Committee. The number of members of the Committee shall be no less than 3 persons and not more than 7 persons, where one member shall serve as the Chairman of the Committee.
- 1.2 The Chief of the Corporate Social Responsibility and Sustainability Unit shall serve as the ex officio Secretary of the Committee.

2. Terms of Service

- 2.1 The terms of service of the Corporate Social Responsibility and Sustainability Committee remain in effect for three years from the date of the committee's establishment.
- 2.2 A committee member who vacates office may be re-appointed in order to enable continuity of service of the Corporate Social Responsibility and Sustainability Committee.

3. Duties and Responsibilities

- 3.1 The Corporate Social Responsibility and Sustainability Committee shall formulate policies and directions for corporate social responsibility for sustainability to be approved by the Company's Board of Directors.
- 3.2 The Corporate Social Responsibility and Sustainability Committee shall support corporate social responsibility and sustainability implementations by participating in meetings periodically to provide recommendations on operation and to follow up on implementations within the established timeframe as determined as well as providing suggestions on operational approaches.
- 3.3 The Corporate Social Responsibility and Sustainability Committee shall assess performance on the corporate social responsibility and sustainability, provide recommendations for further development and report to the Company's Board of Directors at least once a year.
- 3.4 The Corporate Social Responsibility and Sustainability Committee shall approve a report on corporate social responsibility and sustainability in order to have it disclosed to the public.
- 3.5 The Corporate Social Responsibility and Sustainability Committee shall appoint the Corporate Social Responsibility and Sustainability Subcommittee as deemed appropriate.

4. Meetings

- 4.1 The Corporate Social Responsibility and Sustainability Committee shall convene its meeting at least twice a year at the Committee Chairman's discretion.
- 4.2 The Corporate Social Responsibility and Sustainability Committee meetings shall comprise at least half of the committee members to constitute a quorum.
- 4.3 The Corporate Social Responsibility and Sustainability Committee's resolutions shall be passed by a majority vote only when a quorum is achieved.